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MAXWELL TECHNOLOGIES INC

Form 4

February 18, 2014

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB Number:

3235-0287 January 31,

2005

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if no longer STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to **SECURITIES** Section 16.

Expires: Estimated average

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Form 4 or Form 5 obligations may continue. See Instruction

Check this box

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and A Goeschel Bu	ddress of Reporting P ırkhard	Symbol MAXW	2. Issuer Name and Ticker or Trading Symbol MAXWELL TECHNOLOGIES INC [MXWL]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last) 9244 BALB	(First) (MOA AVENUE	(Month/D	3. Date of Earliest Transaction (Month/Day/Year) 02/13/2014				6 Owner eer (specify	
SAN DIEGO	(Street) O, CA 92123		4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		
(City)	(State) (2	(Zip) Tabl	le I - Non-Derivative Sec	urities Ac	quired, Disposed	of, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		(.	(D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock	02/14/2014		M 8,088 A	\$ 0	38,991	D		

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of **SEC 1474** information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transacti Code (Instr. 8)	5. NumborDerivati Securitic Acquired Disposed (Instr. 3,	ve es d (A) or d of (D)	Expiration Date (Month/Day/Year)) or (D)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(1)	02/14/2014		M		8,088	<u>(4)</u>	(2)	Common Stock	8,088
Restricted Stock Units	(1)	02/13/2014		A	9,413		<u>(4)</u>	(2)	Common Stock	9,413

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Goeschel Burkhard 9244 BALBOA AVENUE SAN DIEGO, CA 92123	X						

Signatures

Kevin S. Royal - Attorney o2/18/2014

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Each Restricted Stock Units (RSU) represents a right to receive one share of the Issuer's common stock.
- (2) These units do not expire.
- (3) These units do not carry a conversion price.
- (4) The RSUs vest in full one year from the grant date as long as the holder remains in service to the Company.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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